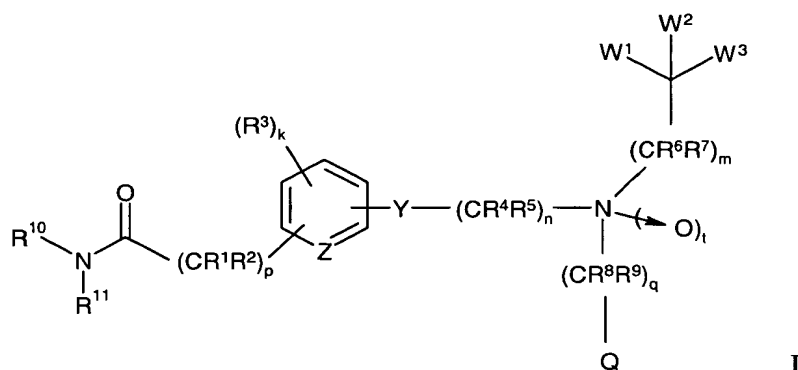


Amendments to the claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Original): A compound of Formula I:



wherein:

Z is CH, CR³ or N, wherein when Z is CH or CR³, k is 0-4 and t is 0 or 1, and when Z is N, k is 0-3 and t is 0;

Y is selected from -O-, -S-, -N(R¹²)-, and -C(R⁴)(R⁵)-;

W¹ is selected from C₁-C₆ alkyl, C₀-C₆ alkyl C₃-C₈ cycloalkyl, aryl and Het, wherein said C₁-C₈ alkyl, C₃-C₈ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

W² is selected from H, halo, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OCONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³COR¹⁵, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C₃-C₇ cycloalkyl, Ar and Het moieties of said -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

W³ is selected from the group consisting of: H, halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OCONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³COR¹⁵, -C₀-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar and -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is selected from C₃-C₈ cycloalkyl, Ar and Het; wherein said C₃-C₈ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴,

-C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵,
-C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵,
-C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl
is optionally unsubstituted or substituted by one or more halo substituents;

p is 0-8;

n is 2-8;

m is 0 or 1;

q is 0 or 1;

t is 0 or 1;

each R¹ and R² are independently selected from H, halo, C₁-C₆ alkyl,
C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-OR¹²,
-C₀-C₆ alkyl-SR¹², -C₁-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar and
-C₁-C₆ alkyl-C₃-C₇ cycloalkyl, or R¹ and R² together with the carbon to which they are
attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said
heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where
any of said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo
substituents;

each R³ is the same or different and is independently selected from halo,
cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar,
-C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-CO₂R¹²,
-C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵,
-C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H,
-C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵,
-C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵,
-C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and
-C₀-C₆ alkyl-NR¹³COR¹⁵, wherein said C₁-C₆ alkyl is optionally unsubstituted or
substituted by one or more halo substituents;

each R⁴ and R⁵ is independently selected from H, halo, C₁-C₆ alkyl,
-C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

R⁶ and R⁷ are each independently selected from H, halo, C₁-C₆ alkyl,
-C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

R^8 and R^9 are each independently selected from H, halo, C_1 - C_6 alkyl, $-C_0$ - C_6 alkyl-Het, $-C_0$ - C_6 alkyl-Ar and $-C_0$ - C_6 alkyl- C_3 - C_7 cycloalkyl;

R^{10} and R^{11} are each independently selected from H, C_1 - C_{12} alkyl, C_3 - C_{12} alkenyl, C_3 - C_{12} alkynyl, $-C_0$ - C_8 alkyl-Ar, $-C_0$ - C_8 alkyl-Het, $-C_0$ - C_8 alkyl- C_3 - C_7 cycloalkyl, $-C_0$ - C_8 alkyl-O-Ar, $-C_0$ - C_8 alkyl-O-Het, $-C_0$ - C_8 alkyl-O- C_3 - C_7 cycloalkyl, $-C_0$ - C_8 alkyl-S(O)_x- C_0 - C_6 alkyl, $-C_0$ - C_8 alkyl-S(O)_x-Ar, $-C_0$ - C_8 alkyl-S(O)_x-Het, $-C_0$ - C_8 alkyl-S(O)_x- C_3 - C_7 cycloalkyl, $-C_0$ - C_8 alkyl-NH-Ar, $-C_0$ - C_8 alkyl-NH-Het, $-C_0$ - C_8 alkyl-NH- C_3 - C_7 cycloalkyl, $-C_0$ - C_8 alkyl-N(C_1 - C_4 alkyl)-Ar, $-C_0$ - C_8 alkyl-N(C_1 - C_4 alkyl)-Het, $-C_0$ - C_8 alkyl-N(C_1 - C_4 alkyl)- C_3 - C_7 cycloalkyl, $-C_0$ - C_8 alkyl-Ar, $-C_0$ - C_8 alkyl-Het and $-C_0$ - C_8 alkyl- C_3 - C_7 cycloalkyl, where x is 0, 1 or 2, or R^{10} and R^{11} , together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C_1 - C_{12} alkyl, C_3 - C_{12} alkenyl, or C_3 - C_{12} alkynyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH₂, -NH(unsubstituted C_1 - C_6 alkyl), -N(unsubstituted C_1 - C_6 alkyl)(unsubstituted C_1 - C_6 alkyl), unsubstituted -OC₁- C_6 alkyl, -CO₂H, -CO₂(unsubstituted C_1 - C_6 alkyl), -CONH₂, -CONH(unsubstituted C_1 - C_6 alkyl), -CON(unsubstituted C_1 - C_6 alkyl)(unsubstituted C_1 - C_6 alkyl), -SO₃H, -SO₂NH₂, -SO₂NH(unsubstituted C_1 - C_6 alkyl) and -SO₂N(unsubstituted C_1 - C_6 alkyl)(unsubstituted C_1 - C_6 alkyl);

R^{12} is selected from H, C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, $-C_0$ - C_6 alkyl-Ar, $-C_0$ - C_6 alkyl-Het and $-C_0$ - C_6 alkyl- C_3 - C_7 cycloalkyl;

each R^{13} and each R^{14} are independently selected from H, C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, $-C_0$ - C_6 alkyl-Ar, $-C_0$ - C_6 alkyl-Het and $-C_0$ - C_6 alkyl- C_3 - C_7 cycloalkyl, or R^{13} and R^{14} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{15} is selected from C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, $-C_0$ - C_6 alkyl-Ar, $-C_0$ - C_6 alkyl-Het and $-C_0$ - C_6 alkyl- C_3 - C_7 cycloalkyl;

provided that R^{10} and R^{11} are not both H when Z is CH or N, Y is $-O(CR^4R^5)-$, n is 3, m is 1 and each R^4 , R^5 , R^6 , R^7 are H, W^3 is H, p is 0 or p is 1 or 2 and R^1 and R^2 are each H, k is 0 or k is 1 and R^3 is halo or C_1 - C_4 alkoxy, q is 0 or q is 1 or 2 and R^8 and R^9 are each H, Q is unsubstituted C_3 - C_7 cycloalkyl, phenyl or Het, or phenyl substituted by one or more substituents selected from halo, $-CH_3$, $-CH_2CH_3$, $-CF_3$, $-OC_1$ - C_4 alkyl, $-OCH_2CH_2OH$, $-OCF_3$, $-OCF_2H$, $-SCH_3$, $-SCF_3$, $-SO_2CH_3$, $-CO_2H$, $-CO_2CH_3$, $-OH$, $-OCH_2CO_2H$, $-CH_2CONH_2$, $-NO_2$, $-CN$, $-N(CH_3)_2$, and $-NHC(O)CH_3$, or Het substituted by one or more substituents selected from: $-C_1$ - C_3 alkyl, $-OC_1$ - C_4 alkyl, $-CH_2OH$, $-CO_2H$, $-CO_2CH_2CH_3$, $-CO_2$ -*tert*- C_4H_9 alkyl, $-CO_2CH_2$ -phenyl, $-CONH_2$, $-C(O)$ phenyl, $-C(O)CH_3$, $-CH_2CH_2$ -phenyl, and oxo, t is 0, and W^1 and W^2 are each independently selected from unsubstituted cyclohexyl and unsubstituted phenyl; or

provided that the compound is not:

3-[3-[[2-[3,4-bis(phenylmethoxy)phenyl]-2-hydroxyethyl](phenylmethyl)amino]propyl]-benzamide,
(S)-2-hydroxy-5-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzamide,
5-[2-[[2-[3,5-bis(phenylmethoxy)phenyl]-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-2-hydroxy-benzamide,
2-hydroxy-4-[3-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]propoxy]-benzamide,
2-hydroxy-4-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzamide,
(R)-2-hydroxy-5-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzamide,
2-hydroxy-5-[3-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]propyl]-benzamide,
2-hydroxy-5-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzamide,
5-[2-[[2-(4-fluorophenyl)-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-2-hydroxy-benzamide,

5-[2-[[2-[3-(aminosulfonyl)-4-methoxyphenyl]-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-2-hydroxy-benzamide,
(R)-4-[2-[[2-hydroxy-2-[3-(trifluoromethyl)phenyl]ethyl](phenylmethyl)amino]ethoxy]-benzeneacetamide,
(R)-4-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzeneacetamide,
4-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzeneacetamide,
5-[2-[[2-(4-fluorophenyl)-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-2-hydroxy-benzamine, or
4-[2-[[2-[3,4-bis(phenylmethoxy)phenyl]-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-benzamide,
or a pharmaceutically acceptable salt or solvate thereof.

2. (Original): The compound according to claim 1, wherein p is 0, 1 or 2.
3. (Currently amended): The compound according to ~~claims 1 or 2~~ claim 1, wherein t is 0.
4. (Currently amended): The compound according to ~~any one of claims 1-3~~ claim 1, wherein R¹, R², R⁸ and R⁹ are each H.
5. (Currently amended): The compound according to ~~any one of claims 1-4~~ claim 1, wherein Z is CH.
6. (Currently amended): The compound according to ~~any one of claims 1-5~~ claim 1, wherein k is 0 or 1.
7. (Currently amended): The compound according to ~~any one of claims 1-6~~ claim 1, wherein R³ is selected from halo, C₁-C₄ alkyl and C₁-C₄ alkoxy.

8. (Currently amended): The compound according to ~~any one of claims 1-7~~
claim 1, wherein n is 2-4.

9. (Currently amended): The compound according to ~~any one of claims 1-8~~
claim 1, wherein n is 3.

10. (Currently amended): The compound according to ~~any one of claims 1-9~~
claim 1, wherein q is 1.

11. (Currently amended): The compound according to ~~any one of claims 1-10~~
claim 1, wherein R⁴ and R⁵ are independently selected from H and C₁-C₄ alkyl.

12. (Currently amended): The compound according to ~~any one of claims 1-11~~
claim 1, wherein R¹⁰ and R¹¹ are independently selected from H and C₁-C₄ alkyl, or R¹⁰ and R¹¹, together with the nitrogen to which they are attached, form a substituted or unsubstituted 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N and O, wherein the substituted ring is substituted with C₁-C₄ alkyl.

13. (Currently amended): The compound according to ~~any one of claims 1-12~~
claim 1, wherein R¹⁰ and R¹¹ are each independently selected from H, methyl and ethyl, or R¹⁰ and R¹¹, together with the nitrogen to which they are attached, form a azetidinyl, pyrrolidinyl, piperidnyl, azepanyl, N-methyl-piperazinyl, or morpholinyl group.

14. (Currently amended): The compound according to ~~any one of claims 1-13~~
claim 1, wherein Q is aryl.

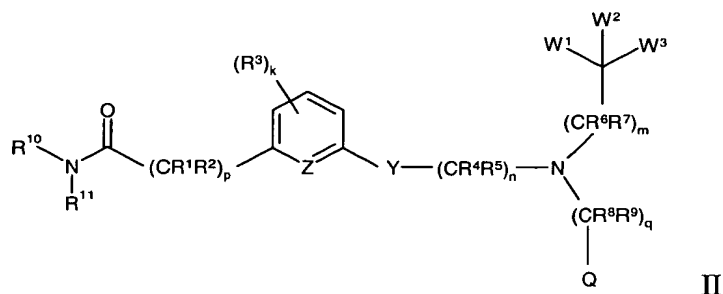
15. (Currently amended): The compound according to ~~any one of claims 1-14~~
claim 1, wherein Q is phenyl optionally substituted with two substituents selected from halo and C₁-C₄ haloalkyl.

16. (Currently amended): The compound according to ~~any one of claims 1-15~~ claim 1, wherein m is 0 or m is 1 and R⁶ and R⁷ are both H.

17. (Currently amended): The compound according to ~~any one of claims 1-16~~ claim 1, wherein W³ is H.

18. (Currently amended): The compound according to ~~any one of claims 1-17~~ claim 1 wherein W¹ and W² are each unsubstituted phenyl or W¹ is unsubstituted phenyl and W² is methyl.

19. (Original): A compound having Formula II:



wherein:

Z is CH or N, wherein k is 0, 1 or 2;

Y is -O- or -C(R⁴)(R⁵)-;

W¹ is selected from C₁-C₆ alkyl, C₃-C₈ cycloalkyl, aryl or Het, wherein said C₁-C₆ alkyl, C₃-C₈ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-SO₃H, -C₀-C₄ alkyl-SO₂NR¹³R¹⁴, -C₀-C₄ alkyl-SO₂R¹², -C₀-C₄ alkyl-SOR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₄ alkyl-OC(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)OR¹⁵,

-C₀-C₄ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₄ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W² is selected from H, halo, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OCONR¹³R¹⁴, -C₀-C₄ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₄ alkyl-NR¹³COR¹⁵, -C₀-C₄ alkyl-Het, -C₀-C₄ alkyl-Ar and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C₃-C₇ cycloalkyl, Ar and Het moieties of said -C₀-C₄ alkyl-Het, -C₀-C₄ alkyl-Ar and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-SO₃H, -C₀-C₄ alkyl-SO₂NR¹³R¹⁴, -C₀-C₄ alkyl-SO₂R¹², -C₀-C₄ alkyl-SOR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₄ alkyl-OC(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₄ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W³ is selected from the group consisting of: H, halo, C₁-C₆ alkyl, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OCONR¹³R¹⁴, -C₀-C₄ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₄ alkyl-NR¹³COR¹⁵, -C₀-C₄ alkyl-Het, -C₁-C₄ alkyl-Ar and -C₁-C₄ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is phenyl or Het; wherein said phenyl or Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-SO₃H,

-C₀-C₄ alkyl-SO₂NR¹³R¹⁴, -C₀-C₄ alkyl-SO₂R¹², -C₀-C₄ alkyl-SOR¹⁵,
-C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₄ alkyl-OC(O)OR¹⁵,
-C₀-C₄ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)NR¹³R¹⁴, and
-C₀-C₄ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl is optionally unsubstituted or
substituted by one or more halo substituents,

p is 0-4;

n is 3;

m is 0 or 1;

q is 0 or 1;

t is 0;

each R¹ and R² are independently selected from H, fluoro, C₁-C₆ alkyl,
-C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-SR¹², -C₁-C₄ alkyl-Het, -C₁-C₄ alkyl-Ar and
-C₁-C₄ alkyl-C₃-C₇ cycloalkyl, where any of said C₁-C₆ alkyl is optionally
unsubstituted or substituted by one or more halo substituents;

each R³ is the same or different and is independently selected from halo,
cyano, C₁-C₆ alkyl, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-OR¹²,
-C₀-C₄ alkyl-SO₂NR¹³R¹⁴, and -C₀-C₄ alkyl-CO₂H, wherein said C₁-C₆ alkyl is
optionally unsubstituted or substituted by one or more halo substituents;

each R⁴ and R⁵ is independently selected from H, fluoro and C₁-C₆ alkyl;

R⁶ and R⁷ are each independently selected from H, fluoro and C₁-C₆ alkyl;

R⁸ and R⁹ are each independently selected from H, fluoro and C₁-C₆ alkyl;

R¹⁰ and R¹¹ are each independently selected from H, C₁-C₁₀ alkyl,

C₃-C₈ alkenyl, C₃-C₈ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het,
-C₀-C₆ alkyl-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-O-Ar, -C₀-C₆ alkyl-O-Het,
-C₀-C₆ alkyl-O-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-S(O)_x-C₁-C₆ alkyl, -C₀-C₆ alkyl-S(O)_x-
Ar, -C₀-C₆ alkyl-S(O)_x-Het, -C₀-C₆ alkyl-S(O)_x-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-NH-
Ar, -C₀-C₆ alkyl-NH-Het, -C₀-C₆ alkyl-NH-C₃-C₇ cycloalkyl,
-C₀-C₆ alkyl-N(C₁-C₄ alkyl)-Ar, -C₀-C₆ alkyl-N(C₁-C₄ alkyl)-Het,
-C₀-C₆ alkyl-N(C₁-C₄ alkyl)-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and
-C₀-C₆ alkyl-C₃-C₇ cycloalkyl, where x is 0, 1 or 2, or R¹¹ and R¹², together with the
nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which

optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C₁-C₁₀ alkyl, C₃-C₁₀ alkenyl, C₃-C₁₀ alkynyl are optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH₂, -NH(unsubstituted C₁-C₄ alkyl), -N(unsubstituted C₁-C₄ alkyl)(unsubstituted C₁-C₄ alkyl), unsubstituted -OC₁-C₄ alkyl, -CO₂H, -CO₂(unsubstituted C₁-C₄ alkyl), -CONH₂, -CONH(unsubstituted C₁-C₄ alkyl), -CON(unsubstituted C₁-C₄ alkyl)(unsubstituted C₁-C₄ alkyl), -SO₃H, -SO₂NH₂, -SO₂NH(unsubstituted C₁-C₄ alkyl) and -SO₂N(unsubstituted C₁-C₄ alkyl)(unsubstituted C₁-C₄ alkyl);

R¹² is selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl;

each R¹³ and R¹⁴ are each independently selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl, or R¹³ and R¹⁴ together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R¹⁵ is selected from C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl;

provided that R¹⁰ and R¹¹ are not both H when Z is CH or N, Y is -O(CR⁴R⁵)-, n is 3, m is 1 and each R⁴, R⁵, R⁶, R⁷ are H, W³ is H, p is 0 or p is 1 or 2 and R¹ and R² are each H, k is 0 or k is 1 and R³ is halo or C₁-C₄ alkoxy, q is 0 or q is 1 or 2 and R⁸ and R⁹ are each H, Q is unsubstituted phenyl or Het, or phenyl substituted by one or more substituents selected from halo, -CH₃, -CH₂CH₃, -CF₃, -OC₁-C₄ alkyl, -OCH₂CH₂OH, -OCF₃, -OCF₂H, -SCH₃, -SCF₃, -SO₂CH₃, -CO₂H, -CO₂CH₃, -OH, -OCH₂CO₂H, -CH₂CONH₂, -NO₂, -CN, -N(CH₃)₂, and -NHC(O)CH₃, or Het substituted by one or more substituents selected from: -C₁-C₃ alkyl, -OC₁-C₄ alkyl, -CH₂OH, -CO₂H, -CO₂CH₂CH₃, -CO₂-*tert*-C₄H₉ alkyl, -CO₂CH₂-phenyl, -CONH₂, -C(O)phenyl, -C(O)CH₃, -CH₂CH₂-phenyl, and oxo, t is 0, and W¹ and W² are each independently selected from unsubstituted cyclohexyl and unsubstituted phenyl; or

provided that the compound is not 2-hydroxy-4-[3-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]propoxy]-benzamide,

or a pharmaceutically acceptable salt or solvate thereof.

20. (Currently amended): The compound according to ~~claims 1 or 19~~ claim 1, wherein R^1 , R^2 , R^3 , R^6 , R^7 , R^8 , R^9 and W^3 are each H; R^4 and R^5 are each independently selected from H and C_1 - C_4 alkyl, R^{10} and R^{11} are each independently selected from H, C_1 - C_{10} alkyl, $-C_1$ - C_4 alkyl-O-Ar, $-S(O)_2C_1$ - C_4 alkyl, $-S(O)_2$ -Ar, $-C_0$ - C_4 alkyl-Het, where the Het group is selected from imidazolyl, thienyl (thiophenyl), morpholinyl, thiomorpholinyl, furyl, tetrahydrofuranyl, pyridyl, isoxazolyl, oxadiazolyl, triazolyl and thiazolyl; or R^{10} and R^{11} , together with the nitrogen to which they are attached, form a substituted or unsubstituted 4-7 membered heterocyclic ring which optionally contains one additional heteroatom selected from N and O, wherein the substituted ring is substituted with C_1 - C_4 alkyl, wherein when said C_0 - C_4 alkyl is C_1 - C_4 alkyl, said C_1 - C_4 alkyl is unsubstituted or substituted by $-CO_2H$ or $-CO_2$ (unsubstituted C_1 - C_6 alkyl); Z is CH; Y is -O- or $-C(R^4)(R^5)-$; Q is a substituted phenyl group, containing two substituents selected from halo and C_1 - C_4 haloalkyl; p is 0, 1 or 2; n is 3; m is 0 or 1; q is 1; k is 0; t is 0; and W^1 and W^2 are aryl or W^1 is aryl and W^2 is aryl or C_1 - C_4 alkyl; or a pharmaceutically acceptable salt or solvate thereof.

21. (Currently amended): The compound according to ~~claims 1 or 19~~ claim 1, wherein R^1 , R^2 , R^3 , R^6 , R^7 , R^8 , R^9 and W^3 are each H; ; R^4 and R^5 are each independently selected from H and methyl; R^{10} and R^{11} are each independently selected from H, methyl, ethyl, imidazol-2-yl-methyl-, 5-bromo-thiophen-2-yl-methyl- (or 5-bromo-thien-2-yl-methyl-), thiophen-2-yl-methyl- (or thien-2-yl-methyl-), 2-methoxy-ethyl-, 2-dimethylamino-ethyl-, 2-morpholin-4-yl-ethyl-, 2-methoxy-1-methyl-ethyl-, 2-methoxy-ethyl-, furan-2-yl-methyl-, 3-methyl-isoxazol-5-yl-methyl-, 2-thiomorpholin-4-yl-ethyl-, 2-pyrrolidin-1-yl-ethyl-, pyridin-3-yl-methyl-, 2-pyridin-2-yl-ethyl-, 3-phenoxy-ethyl-, 3-isopropoxy-propyl-, 3-methoxy-propyl-, 5-methyl-[1,3,4] oxadiazol-2-yl-methyl-, 4-methyl-thiazol-2-yl-methyl-, 1-thiophen-2-yl-ethyl-, thiophen-3-yl-methyl- 5-methyl-4H-[1,2,4]triazol-3-yl-methyl-, pyridin-2-yl-methyl-, tetrahydrofuran-2-yl-methyl-, 1-ethyl-pyrrolidin-2-yl-methyl-, octyl, decyl, 2-(2-hydroxy-ethoxy)-ethyl-, 1-

carboxy-thiophen-2-yl-methyl- (or 1-carboxy-thien-2-yl-methyl-), phenyl, methyl-sulfonyl- (mesyl), phenyl-sulfonyl- (benzene sulfonyl), or R^{10} and R^{11} , together with the nitrogen to which they are attached, form an azetidinyl, pyrrolidinyl, piperidinyl, azepanyl, 4-methyl-piperazin-1-yl, or morpholin-4-yl group; Z is CH; Y is -O-; Q is 2-chloro-3-(trifluoromethyl)phenyl; p is 1; n is 3; q is 1; k is 0; t is 0; m is 1; and W^1 and W^2 are each unsubstituted phenyl or W^1 is unsubstituted phenyl and W^2 is methyl; or a pharmaceutically acceptable salt or solvate thereof.

22. (Original): A compound selected from:

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-1-morpholin-4-yl-ethanone;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-N-methyl-acetamide;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-N,N-dimethyl-acetamide;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-1-piperidin-1-yl-ethanone;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-1-(4-methyl-piperazin-1-yl)-ethanone;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-1-pyrrolidin-1-yl-ethanone;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-N-ethyl-acetamide;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-N,N-diethyl-acetamide;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-1-azetidin-1-yl-ethanone;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-1-azepan-1-yl-ethanone;

(S)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2-phenyl-propyl)amino]propoxy}-phenyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(1H-imidazol-2-ylmethyl)-acetamide;

N-(5-bromo-thiophen-2-ylmethyl)-2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-thiophen-2-ylmethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-methoxy-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl - amino]-propoxy}-phenyl)-N-(2-dimethylamino-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-morpholin-4-yl-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-methoxy-1-methyl-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-methoxy-ethyl)-N-methyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N,N-bis-(2-methoxy-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-furan-2-ylmethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(3-methyl-isoxazol-5-ylmethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-thiomorpholin-4-yl-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-pyrrolidin-1-yl-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-pyridin-3-ylmethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-pyridin-2-yl-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(3-phenoxy-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(3-isopropoxy-propyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(3-methoxy-propyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(5-methyl-[1,3,4] oxadiazol-2-ylmethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(4-methyl-thiazol-2-ylmethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(1-thiophen-2-yl-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-thiophen-3-ylmethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(5-methyl-4H-[1,2,4]triazol-3-ylmethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-pyridin-2-ylmethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(tetrahydro-furan-2-ylmethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(1-ethyl-pyrrolidin-2-ylmethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-octyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-decyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-[2-(2-hydroxy-ethoxy)-ethyl]-acetamide;

[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethanoylamino]-2-thiophen-2-yl-acetic acid;

3-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethanoylamino]-propionic acid;

3-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethanoylamino]-acetic acid;

(R)-2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-2-methyl-propoxy}phenyl)-1-morpholin-4-yl-ethanone;

2-(3-{(R)-3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-butoxy}-phenyl)-1-morpholin-4-yl-ethanone;

4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-N,N-dimethyl-benzamide;

1-(4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-1-morpholin-4-yl-methanone;

1-(4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-1-(4-methyl-piperazin-1-yl)-methanone;

3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-N,N-dimethyl-benzamide;

3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-N-phenyl-benzamide;

1-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-1-morpholin-4-yl-methanone;

1-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-1-(4-methyl-piperazin-1-yl)-methanone;

N-[1-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-methanoyl]-methanesulfonamide;

N-[1-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-methanoyl]-benzenesulfonamide;

N-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethanoyl]-methanesulfonamide;

N-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethanoyl]-benzenesulfonamide

N-[-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl-ethanoyl)-*N*-methyl-benzenesulfonamide;

N-[2-(3-{3-[(chlorotrifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethanoyl]-*N*-methyl-methanesulfonamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((*S*)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-1-morpholin-4-yl-ethanone;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((*S*)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-*N*-ethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((*R*)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-*N,N*-dimethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((*R*)-2-phenyl-propyl)-amino]-propoxy}-phenyl)acetamide;

2-(3-{3-[(2-cChloro-3-trifluoromethyl-benzyl)-((*R*)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-*N*-methyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((*R*)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-*N,N*-dimethyl-acetamide,

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

23. (Original): The compound according to claim 22 selected from:

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-*N*-methyl-acetamide,

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-*N,N*-dimethyl-acetamide,

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-*N*-ethyl-acetamide,

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-*N,N*-bis-(2-methoxy-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-*N*-thiophen-3-ylmethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy}-phenyl)acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-N-methyl-acetamide;

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

24. (Original): The compound according to claim 1, wherein at least one of Y, W¹, W², W³, t, R¹, R², R⁴, R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰ or R¹¹ is defined as follows:

wherein:

Y is -S-, -N(R¹²)-, or -C(R⁴)(R⁵)-; or

W¹ is C₁-C₆ alkyl or Het, optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo substituents; or

W² is H, halo, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OCONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³COR¹⁵, -C₀-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar or -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C₃-C₇ cycloalkyl, Ar and Het moieties of said -C₀-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar and -C₁-C₆ alkyl-C₃-C₇ cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl,

C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹²,
-C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴,
-C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴,
-C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵,
-C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵,
-C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₆ alkyl-NR¹³COR¹⁵, where said
C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo
substituents; or

W³ is halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹²,
-C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹²,
-C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵,
-C₀-C₆ alkyl-OCONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³COR¹⁵,
-C₀-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar or -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said
C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;
or

t is 1; or

at least one R¹ or R² is halo, C₃-C₆ alkenyl, C₃-C₆ alkynyl,
-C₀-C₆ alkyl-NR¹³R¹⁴, -C₁-C₆ alkyl-OR¹², -C₁-C₆ alkyl-SR¹², -C₁-C₆ alkyl-Het,
-C₁-C₆ alkyl-Ar and -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, or R¹ and R² together with the
carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic
ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from
N, O, and S, where any of said C₁-C₆ alkyl is optionally unsubstituted or substituted
by one or more halo substituents; or

at least one R⁴ or R⁵ is halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar or
-C₀-C₆ alkyl-C₃-C₇ cycloalkyl; or

at least one R⁶ or R⁷ is halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar or
-C₀-C₆ alkyl-C₃-C₇ cycloalkyl; or

at least one of R⁸ or R⁹ is halo, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar or
-C₀-C₆ alkyl-C₃-C₇ cycloalkyl; or

at least one of R¹⁰ and R¹¹ is C₁-C₁₂ alkyl, C₃-C₁₂ alkenyl, C₃-C₁₂ alkynyl,
-C₀-C₈ alkyl-Ar, -C₀-C₈ alkyl-Het, -C₀-C₈ alkyl-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-O-Ar,

-C₀-C₈ alkyl-O-Het, -C₀-C₈ alkyl-O-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-S(O)_x-C₁-C₆ alkyl, -C₀-C₈ alkyl-S(O)_x-Ar, -C₀-C₈ alkyl-S(O)_x-Het, -C₀-C₈ alkyl-S(O)_x-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-NH-Ar, -C₀-C₈ alkyl-NH-Het, -C₀-C₈ alkyl-NH-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-N(C₁-C₄ alkyl)-Ar, -C₀-C₈ alkyl-N(C₁-C₄ alkyl)-Het, -C₀-C₈ alkyl-N(C₁-C₄ alkyl)-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-Ar, -C₀-C₈ alkyl-Het or -C₀-C₈ alkyl-C₃-C₇ cycloalkyl, where x is 0, 1 or 2, or R¹⁰ and R¹¹, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C₁-C₆ alkyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH₂, -NH(unsubstituted C₁-C₆ alkyl), -N(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl), unsubstituted -OC₁-C₆ alkyl, -CO₂H, -CO₂(unsubstituted C₁-C₆ alkyl), -CONH₂, -CONH(unsubstituted C₁-C₆ alkyl), -CON(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl), -SO₃H, -SO₂NH₂, -SO₂NH(unsubstituted C₁-C₆ alkyl) and -SO₂N(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl).

25. (Original): The compound according to claim 1, wherein at least one of R⁴, R⁵, R¹⁰, R¹¹, or W² is defined as follows, wherein at least one of R⁴, R⁵, R¹⁰ or R¹¹ is not H, or W² is C₁-C₄ alkyl or Het.

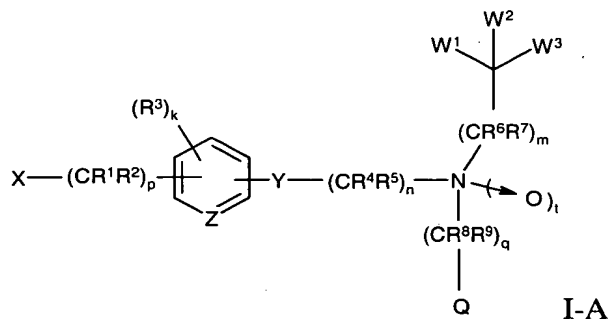
26. (Original): The compound according to claim 1, provided that R¹⁰ and R¹¹ are not both H when: Z is CH, CR³ or N, wherein when Z is CH or CR³, k is 0-4 and when Z is N, k is 0-3; Y is -O-; W¹ and W² are each independently C₃-C₈ cycloalkyl or aryl; wherein said C₃-C₈ cycloalkyl and Ar are optionally unsubstituted or substituted as defined herein; Q is C₃-C₈ cycloalkyl, Ar or 4-8 membered Het; wherein said C₃-C₈ cycloalkyl, Ar or Het are optionally unsubstituted or substituted as defined herein; W³ is H; p is 0-6; n is 2-8; m is 0 or 1; q is 0 or 1; t is 0; each R¹ and R² are independently H, C₁-C₆ alkyl, -OC₁-C₆ alkyl or -SC₁-C₆ alkyl; each R³ is the same or different and is independently halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, -OC₁-C₆ alkyl, -C₀-C₆ alkyl-CO₂R¹², -COR¹⁵, -SR¹², -SOR¹⁵, -SO₂R¹² (where R¹² is H, C₁-C₆ alkyl or C₃-C₆ alkenyl and R¹⁵ is C₁-C₆ alkyl

or C₃-C₆ alkenyl), -OCOC₁-C₆ alkyl, -OC(O)NR¹³R¹⁴, -CONR¹³R¹⁴,
 -C₀-C₆ alkyl-NR¹³R¹⁴ (where each R¹³ and each R¹⁴ are independently selected from
 H, C₁-C₆ alkyl, C₃-C₆ alkenyl, and C₃-C₆ alkynyl) or a 5-6 membered Het; each R⁴,
 R⁵, R⁶, R⁷ and R⁸ are H; and R⁹ is H or C₁-C₆ alkyl;

27. (Currently amended): A pharmaceutical composition comprising a
 compound according to ~~any one of claims 1-26~~ claim 1.

28. (Original): The pharmaceutical composition according to claim 27 further
 comprising a pharmaceutically acceptable carrier or diluent.

29. (Original): A method for the prevention or treatment of an LXR mediated
 disease or condition comprising administering a therapeutically effective amount of a
 compound having Formula I-A:



wherein:

Z is CH, CR³ or N, wherein when Z is CH or CR³, k is 0-4 and t is 0 or 1, and when Z is N, k is 0-3 and t is 0;

Y is selected from -O-, -S-, -N(R¹²)-, and -C(R⁴)(R⁵)-;

W¹ is selected from C₁-C₆ alkyl, C₀-C₆ alkyl C₃-C₈ cycloalkyl, aryl and Het, wherein said C₁-C₈ alkyl, C₃-C₈ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

W² is selected from H, halo, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OCONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³COR¹⁵, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C₃-C₇ cycloalkyl, Ar and Het moieties of said -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₆ alkyl-NR¹³COR¹⁵, where said

C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

W³ is selected from the group consisting of: H, halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OCONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³COR¹⁵, -C₀-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar and -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is selected from C₃-C₈ cycloalkyl, Ar and Het; wherein said C₃-C₈ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

p is 0-8;

n is 2-8;

m is 0 or 1;

q is 0 or 1;

t is 0 or 1;

each R¹ and R² are independently selected from H, halo, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SR¹², -C₁-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar and -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, or R¹ and R² together with the carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where

any of said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R³ is the same or different and is independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₆ alkyl-NR¹³COR¹⁵, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R⁴ and R⁵ is independently selected from H, halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

R⁶ and R⁷ are each independently selected from H, halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

R⁸ and R⁹ are each independently selected from H, halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

R¹⁰ and R¹¹ are each independently selected from H, C₁-C₁₂ alkyl, C₃-C₁₂ alkenyl, C₃-C₁₂ alkynyl, -C₀-C₈ alkyl-Ar, -C₀-C₈ alkyl-Het, -C₀-C₈ alkyl-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-O-Ar, -C₀-C₈ alkyl-O-Het, -C₀-C₈ alkyl-O-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-S(O)_x-C₀-C₆ alkyl, -C₀-C₈ alkyl-S(O)_x-Ar, -C₀-C₈ alkyl-S(O)_x-Het, -C₀-C₈ alkyl-S(O)_x-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-NH-Ar, -C₀-C₈ alkyl-NH-Het, -C₀-C₈ alkyl-NH-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-N(C₁-C₄ alkyl)-Ar, -C₀-C₈ alkyl-N(C₁-C₄ alkyl)-Het, -C₀-C₈ alkyl-N(C₁-C₄ alkyl)-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-Ar, -C₀-C₈ alkyl-Het and -C₀-C₈ alkyl-C₃-C₇ cycloalkyl, where x is 0, 1 or 2, or R¹⁰ and R¹¹, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C₁-C₁₂ alkyl, C₃-C₁₂ alkenyl, or C₃-C₁₂ alkynyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH,

-SH, -NH₂, -NH(unsubstituted C₁-C₆ alkyl), -N(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl), unsubstituted -OC₁-C₆ alkyl, -CO₂H, -CO₂(unsubstituted C₁-C₆ alkyl), -CONH₂, -CONH(unsubstituted C₁-C₆ alkyl), -CON(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl), -SO₃H, -SO₂NH₂, -SO₂NH(unsubstituted C₁-C₆ alkyl) and -SO₂N(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl);

R¹² is selected from H, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

each R¹³ and each R¹⁴ are independently selected from H, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, or R¹³ and R¹⁴ together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R¹⁵ is selected from C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

provided that R¹⁰ and R¹¹ are not both H when Z is CH or N, Y is -O(CR⁴R⁵)-, n is 3, m is 1 and each R⁴, R⁵, R⁶, R⁷ are H, W³ is H, p is 0 or p is 1 or 2 and R¹ and R² are each H, k is 0 or k is 1 and R³ is halo or C₁-C₄ alkoxy, q is 0 or q is 1 or 2 and R⁸ and R⁹ are each H, Q is unsubstituted C₃-C₇ cycloalkyl, phenyl or Het, or phenyl substituted by one or more substituents selected from halo, -CH₃, -CH₂CH₃, -CF₃, -OC₁-C₄ alkyl, -OCH₂CH₂OH, -OCF₃, -OCF₂H, -SCH₃, -SCF₃, -SO₂CH₃, -CO₂H, -CO₂CH₃, -OH, -OCH₂CO₂H, -CH₂CONH₂, -NO₂, -CN, -N(CH₃)₂, and -NHC(O)CH₃, or Het substituted by one or more substituents selected from: -C₁-C₃ alkyl, -OC₁-C₄ alkyl, -CH₂OH, -CO₂H, -CO₂CH₂CH₃, -CO₂-*tert*-C₄H₉ alkyl, -CO₂CH₂-phenyl, -CONH₂, -C(O)phenyl, -C(O)CH₃, -CH₂CH₂-phenyl, and oxo, t is 0, and W¹ and W² are each independently selected from unsubstituted cyclohexyl and unsubstituted phenyl;

or a pharmaceutically acceptable salt or solvate thereof.

30. (Original): The method according to claim 29, wherein p is 0 or 1 and q is 1.

31. (Currently amended): The method according to ~~any one of claims 29-30~~
claim 29, wherein R^1 , R^2 , R^8 and R^9 are each H.

32. (Currently amended): The method according to ~~any one of claims 29-31~~
claim 29, wherein Z is CH.

33. (Currently amended): The method according to ~~any one of claims 29-32~~
claim 29, wherein k is 0 or 1.

34. (Currently amended): The method according to ~~any one of claims 29-33~~
claim 29, wherein R^3 is selected from halo, C_1 - C_4 alkyl and C_1 - C_4 alkoxy.

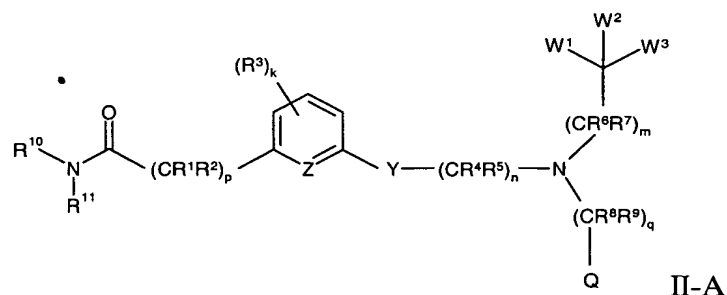
35. (Currently amended): The method according to ~~any one of claims 29-34~~
claim 29, wherein n is 3.

36. (Currently amended): The method according to ~~any one of claims 29-35~~
claim 29, wherein R^{10} is H or C_1 - C_4 alkyl.

37. (Currently amended): The method according to ~~any one of claims 29-36~~
claim 29, wherein Q is phenyl optionally substituted with two substituents selected
from halo and C_1 - C_4 haloalkyl.

38. (Currently amended): The method according to ~~any one of claims 29-37~~
claim 29 wherein W^1 and W^2 are unsubstituted phenyl.

39. (Original): A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound having Formula II-A:



wherein:

Z is CH or N, wherein k is 0, 1 or 2;

Y is -O- or -C(R⁴)(R⁵)-;

W¹ is selected from C₁-C₆ alkyl, C₃-C₈ cycloalkyl, aryl or Het, wherein said C₁-C₆ alkyl, C₃-C₈ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-SO₃H, -C₀-C₄ alkyl-SO₂NR¹³R¹⁴, -C₀-C₄ alkyl-SO₂R¹², -C₀-C₄ alkyl-SOR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₄ alkyl-OC(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₄ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W² is selected from H, halo, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OCONR¹³R¹⁴, -C₀-C₄ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₄ alkyl-NR¹³COR¹⁵, -C₀-C₄ alkyl-Het, -C₀-C₄ alkyl-Ar and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C₃-C₇ cycloalkyl, Ar and Het moieties of said -C₀-C₄ alkyl-Het, -C₀-C₄ alkyl-Ar and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl are optionally unsubstituted or substituted with one or

more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-SO₃H, -C₀-C₄ alkyl-SO₂NR¹³R¹⁴, -C₀-C₄ alkyl-SO₂R¹², -C₀-C₄ alkyl-SOR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₄ alkyl-OC(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₄ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W³ is selected from the group consisting of: H, halo, C₁-C₆ alkyl, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OCONR¹³R¹⁴, -C₀-C₄ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₄ alkyl-NR¹³COR¹⁵, -C₀-C₄ alkyl-Het, -C₁-C₄ alkyl-Ar and -C₁-C₄ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is phenyl or Het; wherein said phenyl or Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-SO₃H, -C₀-C₄ alkyl-SO₂NR¹³R¹⁴, -C₀-C₄ alkyl-SO₂R¹², -C₀-C₄ alkyl-SOR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₄ alkyl-OC(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₄ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

n is 3;

m is 0 or 1;

q is 0 or 1;

t is 0;

each R^1 and R^2 are independently selected from H, fluoro, C_1 - C_6 alkyl, $-C_0$ - C_4 alkyl-OR¹², $-C_0$ - C_4 alkyl-SR¹², $-C_1$ - C_4 alkyl-Het, $-C_1$ - C_4 alkyl-Ar and $-C_1$ - C_4 alkyl- C_3 - C_7 cycloalkyl, where any of said C_1 - C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^3 is the same or different and is independently selected from halo, cyano, C_1 - C_6 alkyl, $-C_0$ - C_4 alkyl-NR¹³R¹⁴, $-C_0$ - C_4 alkyl-OR¹², $-C_0$ - C_4 alkyl-SO₂NR¹³R¹⁴, and $-C_0$ - C_4 alkyl-CO₂H, wherein said C_1 - C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently selected from H, fluoro and C_1 - C_6 alkyl;

R^6 and R^7 are each independently selected from H, fluoro and C_1 - C_6 alkyl;

R^8 and R^9 are each independently selected from H, fluoro and C_1 - C_6 alkyl;

R^{10} and R^{11} are each independently selected from H, C_1 - C_{10} alkyl, C_3 - C_8 alkenyl, C_3 - C_8 alkynyl, $-C_0$ - C_6 alkyl-Ar, $-C_0$ - C_6 alkyl-Het, $-C_0$ - C_6 alkyl- C_3 - C_7 cycloalkyl, $-C_0$ - C_6 alkyl-O-Ar, $-C_0$ - C_6 alkyl-O-Het, $-C_0$ - C_6 alkyl-O- C_3 - C_7 cycloalkyl, $-C_0$ - C_6 alkyl-S(O)_x- C_1 - C_6 alkyl, $-C_0$ - C_6 alkyl-S(O)_x-Ar, $-C_0$ - C_6 alkyl-S(O)_x-Het, $-C_0$ - C_6 alkyl-S(O)_x- C_3 - C_7 cycloalkyl, $-C_0$ - C_6 alkyl-NH-Ar, $-C_0$ - C_6 alkyl-NH-Het, $-C_0$ - C_6 alkyl-NH- C_3 - C_7 cycloalkyl, $-C_0$ - C_6 alkyl-N(C_1 - C_4 alkyl)-Ar, $-C_0$ - C_6 alkyl-N(C_1 - C_4 alkyl)-Het, $-C_0$ - C_6 alkyl-N(C_1 - C_4 alkyl)- C_3 - C_7 cycloalkyl, $-C_0$ - C_6 alkyl-Ar, $-C_0$ - C_6 alkyl-Het and $-C_0$ - C_6 alkyl- C_3 - C_7 cycloalkyl, where x is 0, 1 or 2, or R^{11} and R^{12} , together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C_1 - C_{10} alkyl, C_3 - C_{10} alkenyl, C_3 - C_{10} alkynyl are optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH₂, -NH(unsubstituted C_1 - C_4 alkyl), -N(unsubstituted C_1 - C_4 alkyl)(unsubstituted C_1 - C_4 alkyl), unsubstituted -OC₁- C_4 alkyl, -CO₂H, -CO₂(unsubstituted C_1 - C_4 alkyl), -CONH₂, -CONH(unsubstituted C_1 - C_4 alkyl), -CON(unsubstituted C_1 - C_4 alkyl)(unsubstituted C_1 - C_4 alkyl), -SO₃H, -SO₂NH₂, -SO₂NH(unsubstituted C_1 - C_4 alkyl) and -SO₂N(unsubstituted C_1 - C_4 alkyl)(unsubstituted C_1 - C_4 alkyl);

R^{12} is selected from H, C_1 - C_6 alkyl, $-C_0$ - C_4 alkyl-Ar, $-C_0$ - C_4 alkyl-Het and $-C_0$ - C_4 alkyl- C_3 - C_7 cycloalkyl;

each R^{13} and R^{14} are each independently selected from H, C_1 - C_6 alkyl, $-C_0$ - C_4 alkyl-Ar, $-C_0$ - C_4 alkyl-Het and $-C_0$ - C_4 alkyl- C_3 - C_7 cycloalkyl, or R^{13} and R^{14} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{15} is selected from C_1 - C_6 alkyl, $-C_0$ - C_4 alkyl-Ar, $-C_0$ - C_4 alkyl-Het and $-C_0$ - C_4 alkyl- C_3 - C_7 cycloalkyl;

provided that R^{10} and R^{11} are not both H when Z is CH or N, Y is $-O(CR^4R^5)-$, n is 3, m is 1 and each R^4 , R^5 , R^6 , R^7 are H, W^3 is H, p is 0 or p is 1 or 2 and R^1 and R^2 are each H, k is 0 or k is 1 and R^3 is halo or C_1 - C_4 alkoxy, q is 0 or q is 1 or 2 and R^8 and R^9 are each H, Q is unsubstituted phenyl or Het, or phenyl substituted by one or more substituents selected from halo, $-CH_3$, $-CH_2CH_3$, $-CF_3$, $-OC_1$ - C_4 alkyl, $-OCH_2CH_2OH$, $-OCF_3$, $-OCF_2H$, $-SCH_3$, $-SCF_3$, $-SO_2CH_3$, $-CO_2H$, $-CO_2CH_3$, $-OH$, $-OCH_2CO_2H$, $-CH_2CONH_2$, $-NO_2$, $-CN$, $-N(CH_3)_2$, and $-NHC(O)CH_3$, or Het substituted by one or more substituents selected from: $-C_1$ - C_3 alkyl, $-OC_1$ - C_4 alkyl, $-CH_2OH$, $-CO_2H$, $-CO_2CH_2CH_3$, $-CO_2$ -*tert*- C_4H_9 alkyl, $-CO_2CH_2$ -phenyl, $-CONH_2$, $-C(O)$ phenyl, $-C(O)CH_3$, $-CH_2CH_2$ -phenyl, and oxo, t is 0, and W^1 and W^2 are each independently selected from unsubstituted cyclohexyl and unsubstituted phenyl; or a pharmaceutically acceptable salt or solvate thereof.

40. (Currently amended): The method according to ~~claims 29 or 39~~ claim 29, wherein R^1 , R^2 , R^3 , R^6 , R^7 , R^8 , R^9 and W^3 are each H; R^4 and R^5 are each independently selected from H and C_1 - C_4 alkyl, R^{10} and R^{11} are each independently selected from H, C_1 - C_{10} alkyl, $-C_1$ - C_4 alkyl-O-Ar, $-S(O)_2C_1$ - C_4 alkyl, $-S(O)_2$ -Ar, $-C_0$ - C_4 alkyl-Het, where the Het group is selected from imidazolyl, thienyl (thiophenyl), morpholinyl, thiomorpholinyl, furyl, tetrahydrofuranyl, pyridyl, isoxazolyl, oxadiazolyl, triazolyl and thiazolyl; or R^{10} and R^{11} , together with the nitrogen to which they are attached, form a substituted or unsubstituted 4-7 membered heterocyclic ring which optionally contains one additional heteroatom selected from N and O, wherein the substituted ring is substituted with C_1 - C_4 alkyl, wherein when said C_0 - C_4 alkyl is C_1 - C_4 alkyl, said C_1 - C_4 alkyl is unsubstituted or substituted by $-CO_2H$

or -CO₂(unsubstituted C₁-C₆ alkyl); Z is CH; Y is -O- or -C(R⁴)(R⁵)-; Q is a substituted phenyl group, containing two substituents selected from halo and C₁-C₄ haloalkyl; p is 0, 1 or 2; n is 3; m is 0 or 1; q is 1; k is 0; t is 0; and W¹ and W² are aryl or W¹ is aryl and W² is aryl or C₁-C₄ alkyl; or a pharmaceutically acceptable salt or solvate thereof.

41. (Currently amended): The method according to ~~claims 29 or 39~~ claim 29, wherein R¹, R², R³, R⁶, R⁷, R⁸, R⁹ and W³ are each H; ; R⁴ and R⁵ are each independently selected from H and methyl; R¹⁰ and R¹¹ are each independently selected from H, methyl, ethyl, imidazol-2-yl-methyl-, 5-bromo-thiophen-2-yl-methyl- (or 5-bromo-thien-2-yl-methyl-), thiophen-2-yl-methyl- (or thien-2-yl-methyl-), 2-methoxy-ethyl-, 2-dimethylamino-ethyl-, 2-morpholin-4-yl-ethyl-, 2-methoxy-1-methyl-ethyl-, 2-methoxy-ethyl-, furan-2-yl-methyl-, 3-methyl-isoxazol-5-yl-methyl-, 2-thiomorpholin-4-yl-ethyl-, 2-pyrrolidin-1-yl-ethyl-, pyridin-3-yl-methyl-, 2-pyridin-2-yl-ethyl-, 3-phenoxy-ethyl-, 3-isopropoxy-propyl-, 3-methoxy-propyl-, 5-methyl-[1,3,4] oxadiazol-2-yl-methyl-, 4-methyl-thiazol-2-yl-methyl-, 1-thiophen-2-yl-ethyl-, thiophen-3-yl-methyl- 5-methyl-4H-[1,2,4]triazol-3-yl-methyl-, pyridin-2-yl-methyl-, tetrahydrofuran-2-yl-methyl-, 1-ethyl-pyrrolidin-2-yl-methyl-, octyl, decyl, 2-(2-hydroxy-ethoxy)-ethyl-, 1-carboxy-thiophen-2-yl-methyl- (or 1-carboxy-thien-2-yl-methyl-), phenyl, methyl-sulfonyl- (mesyl), phenyl-sulfonyl- (benzene sulfonyl), or R¹⁰ and R¹¹, together with the nitrogen to which they are attached, form an azetidinyl, pyrrolidinyl, piperidinyl, azepanyl, 4-methyl-piperazin-1-yl, or morpholin-4-yl group; Z is CH; Y is -O-; Q is 2-chloro-3-(trifluoromethyl)phenyl; p is 1; n is 3; q is 1; k is 0; t is 0; m is 1; and W¹ and W² are each unsubstituted phenyl or W¹ is unsubstituted phenyl and W² is methyl; or a pharmaceutically acceptable salt or solvate thereof.

42. (Currently amended): The method according to ~~claims 29 or 39~~ claim 29, wherein at least one of Y, W¹, W², W³, t, R¹, R², R⁴, R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰ or R¹¹ is defined as follows:

wherein:

Y is -S-, -N(R¹²)-, or -C(R⁴)(R⁵)-; or

W¹ is Het optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo substituents; or

W² is H, halo, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OCONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³COR¹⁵, -C₀-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar or -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C₃-C₇ cycloalkyl, Ar and Het moieties of said -C₀-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar and -C₁-C₆ alkyl-C₃-C₇ cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo substituents; or

W³ is halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹²,

-C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵,
-C₀-C₆ alkyl-OCONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³COR¹⁵,
-C₀-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar or -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said
C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;
or

t is 1; or

at least one R¹ or R² is halo, C₃-C₆ alkenyl, C₃-C₆ alkynyl,
-C₀-C₆ alkyl-NR¹³R¹⁴, -C₁-C₆ alkyl-OR¹², -C₁-C₆ alkyl-SR¹², -C₁-C₆ alkyl-Het,
-C₁-C₆ alkyl-Ar and -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, or R¹ and R² together with the
carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic
ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from
N, O, and S, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one
or more halo substituents; or

at least one R⁴ or R⁵ is halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar or
-C₀-C₆ alkyl-C₃-C₇ cycloalkyl; or

at least one R⁶ or R⁷ is halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar or
-C₀-C₆ alkyl-C₃-C₇ cycloalkyl; or

at least one of R⁸ or R⁹ is halo, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar or
-C₀-C₆ alkyl-C₃-C₇ cycloalkyl; or

at least one of R¹⁰ or R¹¹ is C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl,
-C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-O-Ar,
-C₀-C₆ alkyl-O-Het, -C₀-C₆ alkyl-O-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-S(O)_x-C₁-C₆ alkyl,
-C₀-C₆ alkyl-S(O)_x-Ar, -C₀-C₆ alkyl-S(O)_x-Het, -C₀-C₆ alkyl-S(O)_x-C₃-C₇ cycloalkyl,
-C₀-C₆ alkyl-NH-Ar, -C₀-C₆ alkyl-NH-Het, -C₀-C₆ alkyl-NH-C₃-C₇ cycloalkyl,
-C₀-C₆ alkyl-N(C₁-C₄ alkyl)-Ar, -C₀-C₆ alkyl-N(C₁-C₄ alkyl)-Het,
-C₀-C₆ alkyl-N(C₁-C₄ alkyl)-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het or
-C₀-C₆ alkyl-C₃-C₇ cycloalkyl, where x is 0, 1 or 2, or

R¹⁰ and R¹¹, together with the nitrogen to which they are attached, form a 4-7
membered heterocyclic ring which optionally contains one or more additional
heteroatoms selected from N, O, and S, wherein said C₁-C₆ alkyl is optionally
substituted by one or more of the substituents independently selected from the group

halo, -OH, -SH, -NH₂, -NH(unsubstituted C₁-C₆ alkyl), -N(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl), unsubstituted -OC₁-C₆ alkyl, -CO₂H, -CO₂(unsubstituted C₁-C₆ alkyl), -CONH₂, -CONH(unsubstituted C₁-C₆ alkyl), -CON(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl), -SO₃H, -SO₂NH₂, -SO₂NH(unsubstituted C₁-C₆ alkyl) and -SO₂N(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl).

43. (Currently amended): The method according to ~~claims 29 or 39~~ claim 29, wherein at least one of R⁴, R⁵, R¹⁰, R¹¹, or W² is defined as follows, wherein at least one of R⁴, R⁵, R¹⁰ or R¹¹ is not H, or W² is C₁-C₄ alkyl or Het.

44. (Currently amended): The method according to ~~claims 29 or 39~~ claim 29, provided that R¹⁰ and R¹¹ are not both H when: Z is CH, CR³ or N, wherein when Z is CH or CR³, k is 0-4 and when Z is N, k is 0-3; Y is -O-; W¹ and W² are each independently C₃-C₈ cycloalkyl or aryl; wherein said C₃-C₈ cycloalkyl and Ar are optionally unsubstituted or substituted as defined herein; Q is selected from C₃-C₈ cycloalkyl, Ar and 4-8 membered Het; wherein said C₃-C₈ cycloalkyl, Ar and Het are optionally unsubstituted or substituted as defined herein; W³ is H; p is 0-6; n is 2-8; m is 0 or 1; q is 0 or 1; t is 0; each R¹ and R² are independently H, C₁-C₆ alkyl, -OC₁-C₆ alkyl or -SC₁-C₆ alkyl; each R³ is the same or different and is independently halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, -OC₁-C₆ alkyl, -C₀-C₆ alkyl-CO₂R¹², -COR¹⁵, -SR¹², -SOR¹⁵, -SO₂R¹² (where R¹² is H, C₁-C₆ alkyl or C₃-C₆ alkenyl and R¹⁵ is C₁-C₆ alkyl or C₃-C₆ alkenyl), -OCOC₁-C₆ alkyl, -OC(O)NR¹³R¹⁴, -CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³R¹⁴ (where each R¹³ and each R¹⁴ are independently selected from H, C₁-C₆ alkyl, C₃-C₆ alkenyl, and C₃-C₆ alkynyl) or a 5-6 membered Het; each R⁴, R⁵, R⁶, R⁷ and R⁸ are H; and R⁹ is H or C₁-C₆ alkyl;

45. (Original): A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound selected from:

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-*N*-methyl-acetamide,

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-*N,N*-dimethyl-acetamide,

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-*N*-ethyl-acetamide,

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-*N,N*-bis-(2-methoxy-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-*N*-thiophen-3-ylmethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((*R*)-2-phenyl-propyl)-amino]-propoxy}-phenyl)acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((*R*)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-*N*-methyl-acetamide;

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

46. (Currently amended): The method according to ~~any one of claims 29-39~~ claim 29, wherein said LXR mediated disease or condition is cardiovascular disease.

47. (Currently amended): The method according to ~~any one of claims 29-39~~ claim 29, wherein said LXR mediated disease or condition is atherosclerosis.

48. (Currently amended): The method according to ~~any one of claims 29-39~~ claim 29, wherein said LXR mediated disease or condition is inflammation.

49. (Currently amended): A method for increasing reverse cholesterol transport, said method comprising administering a therapeutically effective amount of a compound according to ~~any one of claims any one of claims 29-39~~ claim 29.

50. (Currently amended): A method for inhibiting cholesterol absorption, said method comprising administering a therapeutically effective amount of a compound according to ~~any one of claims 29-39~~ claim 29.

51. (Currently amended): A compound according to ~~any one of claims 1-26~~ claim 1 for use as a medicament.

Claims 52-57 (Cancelled).

58. (Currently amended): A pharmaceutical composition comprising a compound according to ~~any one of claims 1-26~~ claim 1 for use in the prevention or treatment of an LXR mediated disease or condition.